

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	Case No. 01-01139 JKF
W.R. Grace & Co., <i>et al.</i>	:	(Jointly Administered)
	:	
Debtors.	:	

**SEATON INSURANCE COMPANY’S FINAL WITNESS LIST
FOR PHASE II OF THE CONFIRMATION HEARING**

Seaton Insurance Company (“Seaton”), by and through its undersigned counsel, hereby submits the following final list of witnesses that it may call to testify at the Phase II hearing to consider confirmation of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders.

1. Reservation of Rights Regarding Witness List

Seaton reserves the right to call (i) any witness designated by any other party, regardless whether such witness is called by that party to testify, (ii) other witnesses who are not listed herein for the purpose of laying a foundation for the admission of documents and evidence, to the extent necessary, (iii) other witnesses who are not listed herein to rebut any evidence or argument designated and/or offered by any party or to address any issue that may develop through the course of discovery, and (iv) other witnesses who are not listed herein for the purpose of impeachment. Seaton also reserves its right to withdraw any designated witness. Seaton further reserves the right to enter deposition testimony into the record in lieu of live testimony to the extent permitted by Rule 32 of the Federal Rules of Civil Procedure.

2. Seaton's Final List of Potential Phase II Witnesses

- A. Michael Powers, Assistant Vice President – Direct Claims, Resolute Management, Inc. – New England Division, Two Central Square, Cambridge, Massachusetts 02139-3111.
- B. Linda MacDonald, Account Manager, Resolute Management, Inc. – New England Division, Two Central Square, Cambridge, Massachusetts 02139-3111.
- C. H. Sean Mathis, Managing Director, Miller Mathis & Co., LLC, 675 Third Avenue, New York, New York 10017 (expert witness).
- D. James B. Shein, Clinical Professor of Management & Strategy, Kellogg School of Management – Northwestern University, Jacobs Center Room 607, Evanston, Illinois 60208 (expert witness).
- E. George L. Priest, Professor of Law and Economics, Yale Law School, P.O. Box 208215, New Haven, Connecticut 06520 (expert witness).
- F. Richard Finke, Assistant General Counsel for W.R. Grace & Co., c/o David M. Bernick, Esq., Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601 (in both his individual capacity and as Debtors' Rule 30(b)(6) designee on certain topics).
- G. Jay Hughes, Senior Litigation Counsel for W.R. Grace & Co., c/o David M. Bernick, Esq., Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601 (Debtors' Rule 30(b)(6) designee on certain topics).
- H. Hudson La Force, Senior Vice President & Chief Financial Officer for W.R. Grace & Co., c/o David M. Bernick, Esq., Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601 (Debtors' Rule 30(b)(6) designee on certain topics).
- I. Jeffrey M. Posner, Consultant and former Assistant Vice President, Director of Corporate Risk Management at W.R. Grace & Co., c/o David M. Bernick, Esq., Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601.
- J. Peter Van N. Lockwood, Member, Caplin & Drysdale, Chartered, One Thomas Circle N.W., Suite 1100, Washington, D.C. 20005 (Asbestos PI Committee's Rule 30(b)(6) designee on all topics).
- K. David T. Austern, Asbestos PI Future Claimants' Representative, c/o Orrick, Herrington & Sutcliffe LLP, 1152 15th Street N.W., Washington, D.C. 20005-1706.

- L. Elihu Inselbuch, Member, Caplin & Drysdale, Chartered, 375 Park Avenue, New York, New York 10152.
- M. Dr. Mark A. Peterson, President, Legal Analysis Systems, Inc., 970 Calle Arroyo, Thousand Oaks, California 91360 (expert witness for Plan Proponents).
- N. Any other party or individual deposed in connection with the plan confirmation proceedings.
- O. All witnesses designated by any other party.
- P. All witnesses necessary to establish the authenticity and/or admissibility of exhibits.
- Q. Any witnesses necessary for impeachment or rebuttal.

Respectfully submitted,

Dated: June 15, 2009

/s/ David P. Primack
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- and -

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